Execution Version

geography, such restriction shall be deemed amended to conform to such extent of time and/or geography as such court shall deem reasonable.

15.

REDACTED

16.

Execution Version

- 17. <u>Cumulative Remedies</u>. All rights and remedies reserved to either party pursuant to this Agreement or the Equity Agreements, or by law, statute, ordinance or otherwise, shall be cumulative and the use of any one right or remedy by a party shall not preclude or waive its right to use any or all other rights and remedies, whether at law or at equity.
- 18. <u>Cessation of Program Distribution</u>. If Affiliate determines in its reasonable business judgment that its provision of any Service programming violates any Law, then, following consultation with and written notice to Programmer, Affiliate may cease distributing such programming to the extent, but only to the extent, necessary and for the time necessary, as reasonably determined by Affiliate, to prevent such violation of Law from continuing.
- 19. <u>Survival of Representations and Warranties</u>. All representations and warranties contained herein or made by the parties, and each of them, in connection herewith shall survive any independent investigation made by either party.
- 20. <u>Counterparts</u>. This Agreement may be executed in several counterparts, each of which shall be deemed an original and all such counterparts together shall constitute but one and the same instrument. The parties also agree that this Agreement shall be binding upon the faxing by each party of a signed signature page thereof to the other party. If such a faxing occurs, the parties agree that they will each also immediately post, by overnight mail, a fully executed original counterpart of the Agreement to the other party.

Execution Version

IN WITNESS WHEREOF, the undersigned parties have caused this Agreement to be executed by their duly authorized representatives as of the day and year first above written.

DIRECTY, INC.

Title:

By: Michael Thornton
SVP, Programming Acquisitions

TV One, LLC

By: Name:

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Execution Version

IN WITNESS WHEREOF, the undersigned parties have caused this Agreement to be executed by their duly authorized representatives as of the day and year first above written.

DIRECTV, INC.

By:

Michael Thornton

SVP, Programming Acquisitions

TV One, LLC

By:

Name:

Name: Johnnethan Kon Title: Pi-m/Prosident

Execution Version - REDACTED

Execution Version

EXHIBIT A

TV ONE - DIRECTV CARRIAGE AGREEMENT RATES

Fees:

Execution Version

EXHIBIT B

PROGRAMMING SCHEDULE

(See Attached)

TV ONE SCHEDULE - WEEK OF DECEMBER 6, 2004

AS OF DECEMBER 13, 2004

M.	£JDNDAY 12(6)04	TUESDAY 12/7/04	WEDNESDAY 12/8/04 Religious Programming	THURSDAY 12(9)04	FRIDAY 12/19/04	SATURDAY 12/11/04 It's Showlime At The	SUNDAY 12/12/04
Ŷ.						Apallo	1
			Ratificus Programming			with Brende Russell, Daryl Swed, Lisa Lisa & Cult Jam	ŀ
й			s Richardson: Mind, Body &	Spirit	Donna Richardson	į i	
Mily	····	<u> </u>	- Dishards - The -	0.153	L		Religious
ķ		ŀ	a Richardson: Mind, Body &	Брий 	ı	Donna Richardson	Programming
M			Starting Over		·	The Gospel of Music	1
S.		1	1	t	1	with Jeff Majors	
						with Shirley Causer. Byron Cage, Odelta	
	B. Smith With Style	Turn Up The Heat w/	Living it Up w/ Patti	TV One Behind The Seems:	TV One Special:	Living It Up w/ Patti	1
ĕ.	HOLIDAYS	G. Garvin	Laftelle	"Turn Up The Heal W O. Garvin"	Turn Up The Heat wi	LaBelle	Į.
ķ	HOLIDAYS	HOLIDAYS	B. Smith With Style HOLIOAYS	HOLIDAYS	G. Gervin - "Holiday Gooking w/ Patti LaBelle"	Turn Up The Heat w/ G. Garvin	
	TV One Special:		227			B. Smith With Style	
	B. Smith Christmas Style		Good Times			HOLIDAYS Living & Up w/ Petti	i
Ÿ	Cultiforms Style		G 600 1 11195	i)	LaBelle	
M.	K's Snowthne At The Apollo	1	TV One Special:	h's Showtime At The Apolio		It's Showtime At The	
鼓	with Grover Washington Jr.,	with Vanessa Bell Armstrong,	TV One Assess	with Monica, Jesse, Steve	with Angela Winbush, Self 'n'	Apollo with Nas, Slave Harvey	,
	Phyllis Hyman, Sinbad	Chake Demus, Paul Mooney			Pepa, Malcolm Jamai Warner	American's company tomorals.	
Ņ,	it's Showtime At The	TV One Special:				Cowboys of Color	The Gospel of Music
	Apolio with Asilysh, Steve Harvey	On Point with Armstrong Williams:	Movie;				with Jeff Majors
K,	ти менуел, очете патеву	Armstrong vvillams; Coin Penal/Condubezza Rice	King	King	King		<u></u>
	it's Shewlime At The	TV One Special:	Pt.1	PL 2	Pt.3	TV One Special:	Living it Up w/ Patti
9∻1	Apollo with Noterlous BIG & Junior	Reparations	starring Paul Winfield, Cicely	stering Paul Winfeld, Cicely	starring Paul - Winfield, Cicely	TV One Access -	LaBelle Turn Up The Heat w/
	MAFIA, Steve Harvey		Tyean	Tysen	Tyson	Nev. '04 Edition	G. Garvin
y			Boston Public				B. Smith With Style
		1	I	ì	;	Movie:	HOLIDAYS
ř			l	<u> </u>		Truck Turner	LaBelle
2			Starting Over		··	glassing lang flores	Movie:
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Ø			·				To Sleep With Anger
M	B. Smith With Style	Turn Up The Heat w/	Living N Up w/ Patti LaBelle	TV One Sphind The Seenes:	TV One Special: Turn Up The Hest w/	Good Times HOLIDAYS	starring Danny Glover,
Š.		G, Garvin	B. Smith With Style	Turn Up The Heet W.O. Gervin*	G. Garvin - "Holiday	Good Times	Sheryi Lee Relph
	HOLIDAYS	HOLIDAYS	HOLIDAYS	HOUDAYS	Cooking w/ Patti LaBelle"	HOLIDAYS	
	TV One Special:		1 227	1	1	227 HOLIDAYS	America's Black
	B. Smith Christmas Style		Good Times		I	227	American Legacy
Į.	-			ļ <u>.</u>	1	HOLIDAYS	
Ų.	it's Showtkee At The Apollo	ı	TV One Special:	it's Showtime At The Apollo	ı	TV One Special: Turn Up The Heat w/	B. Smith With Style HOLIDAYS
Š.	with Nas, Steve Harvey	with Brands Russal, Daryl	TV One Access -	with Heavy D & The Boyz,	with Digital Underground,	G. Garvin - "Holiday	B. Smith With Style
巍		Sived, Lisa Lisa & Cult Jam	Nov. '04 Edition	D'Atra Hicks, Sinbad	Patti Austin, Nipsey Russell	Cooking wi Patti LaBalia"	HOLIDAYS
M			Starting Over			Yum Up The Heat w/ C. Garvin	The Gospel of Music with Jeff Majors
影		1	1	1	1	Living It Up w/ Patti	1
			T		Living It Up w/ Patti	LaBelle B. Smith With Style	Martin
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8	TV One Access -	B. Smith With Style	B. Smith With Style	G. Gervin - "Holiday	Turn Up The Heat w/	B. Smith With Style	Hertin
ij.	TV One Access - Nov. '04 Edition	HOLIDAYS	Backar Stubble	Cooking w/ Patti Labella"	iG. Garvin	HOLIDAY8	
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	TV One Access - Nev. '04 Edition It's Bhowtime At The Apollo with Grover Washington Jr., Phylia Hyman, Sichad It's Bhowtime At The Apollo with Asliyah, Steve Harvey It's Showtime At The Apollo with Asliyah, Steve Harvey	HOLIDAYS B. Smith With Style HOLIDAYS with Vanessa Bell Armations Chaka Damus, Paul Mooney TY One Speale! On Point with Armstrong Williams: Costo Permitter Store	In The House Turn Up The Heet W Turn Up The Heet W G. Garvin B. Smith With Style Boston Public Mentin In The House TV One Special: TV One Access - Nev. 94 Edition Movie: Xing Pt. 1 starring Paul Winfield, Cicely	Turn Up The Heat w G. Garvin - "Holiday Cooking w/ Palti LaBeba" W's Showtime At The Apolio with Monics , Jesse, Steve Harvey PL 2 sterring Paul Winfield, Cicaly	Truck Turner starring issec Hayes Living it Up w/ Patti LaBelle Turn Up The Heat w/ Q. Gervin Movie: Truck Turner starring lease Hayes with Angels Winbush, Salt in' Paps, Malcolm Jamel Warne King PL 3 Starring Paul Winfield, Cicely	HOLIDAYS B. Smith With Style HOLIDAYS TV One 8 peelal: Two Up The Heat wf O. Gardin - Holiday Cooking wif Peel Labele* B. Smith With Style HOLIDAYS TY One 8 peelal: Turn Up The Heat wf O. Gardin - "Holiday" Cooking wif Pall Labele* Good Times HOLIDAYS OOD Times HOLIDAYS 227 HOLIDAYS 227 HOLIDAYS 227 HOLIDAYS R's Showtime Al The Apolla MOLIDAYS R's Showtime Al The Apolla	Martin HOLIDAYS Martin HOLIDAYS TY One Special: HOLIDAYS Martin HOLIDAYS Martin HOLIDAYS Martin HOLIDAYS Martin HOLIDAYS TY One Special: TY One Special: TY One Special: TY One Access Nov. '04 Edition America's Black Fersim America's Black Fersim American Legacy Mevie: To Sieep With Anger
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	TV One Access - Nev. '04 Edition It's Bhowtime At The Apollo with Grover Washington Jr., Phylia Hyman, Sichad It's Bhowtime At The Apollo with Asliyah, Steve Harvey It's Showtime At The Apollo with Asliyah, Steve Harvey	HOLIDAYS B. Smith With Style HOLIDAYS with Vanessa Bell Armations, Chaka Demus, Paul Mooney TV One Special: On Point with Armstrong Williams: Cole PermiCondisease Rice TV One Special:	In The House Turn Up The Heet W Turn Up The Heet W G. Garvin B. Smith With Style Boston Public Mentin In The House TV One Special: TV One Access - Nev. 94 Edition Movie: Xing Pt. 1 starring Paul Winfield, Cicely	Turn Up The Heat w G. Garvin - "Holiday Cooking w/ Palti LaBeba" W's Showtime At The Apolio with Monics , Jesse, Steve Harvey PL 2 sterring Paul Winfield, Cicaly	Truck Turner starring issec Hayes Living it Up w/ Patti LaBelle Turn Up The Heat w/ Q. Gervin Movie: Truck Turner starring lease Hayes with Angels Winbush, Salt in' Paps, Malcolm Jamel Warne King PL 3 Starring Paul Winfield, Cicely	HOLIDAYS B. Smith With Style HOLIDAYS TV One 8 peelal: Two Up The Heat wf O. Gardin - Holiday Cooking wif Peel Labele* B. Smith With Style HOLIDAYS TY One 8 peelal: Turn Up The Heat wf O. Gardin - "Holiday" Cooking wif Pall Labele* Good Times HOLIDAYS OOD Times HOLIDAYS 227 HOLIDAYS 227 HOLIDAYS 227 HOLIDAYS R's Showtime Al The Apolla MOLIDAYS R's Showtime Al The Apolla	Mertin HOLIDAYS Matte HOLIDAYS TY One Special: TY One Access - Ney. '84 Edition Martin HOUDAYS Martin HOLIDAYS Mortin HOLIDAYS Mortin HOLIDAYS TY One Special: TY One Access - Ney. '04 Edition American's Black Fersim American Legacy Movie: To Sieep With Anger starring Danny Glover,

Execution Version

EXHIBIT C

MARKETING SUPPORT

Execution Version

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Execution Version

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Execution Version

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Execution Version

Execution Version

Execution Version

Execution Version

EXHIBIT C Attachment A

FORM OF PURCHASE ORDER

Execution Version

QUARTERLY PURCHASE ORDER



TV ONE 1010 Wayne Avenue 10th Floor Silver Spring, MD 20910 Ph. 301-755-2832 Fax 301-755-2833

10.							
ACCOUNT:							
SALESPERSO	N:						
DATE OF ORI	DER:						
DAY	DATE	CLASS	LENGTH	LINE #	ACTUAL TIME	DESCRIPTION	RATES
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Execution Version -

Execution Version

TV ONE, LLC	DIRECTV, Inc.
This Quarterly Purchase Order is governed by and suffactored to and a part of that certain Affiliation Agreen	

Execution Version

EXHIBIT D

DELIVERY SPECIFICATIONS

Execution Version

Execution Version

EXHIBIT E

ADVERTISING RADIO SPOTS GUIDELINES AND RESTRICTIONS

(See Attached)

Standards of Practice of the American Association of Advertising Agencies

FIRST ADOPTED OCTOBER 16, 1924—MOST RECENTLY REVISED SEPTEMBER 18, 1990

We hold that a responsibility of advertising agencies is to be a constructive force in business.

We hold that, to discharge this responsibility, advertising agencies must recognize an obligation, not only to their clients, but to the public, the media they employ, and to each other. As a business, the advertising agency must operate within the framework of competition. It is recognized that keen and vigorous competition, honestly conducted, is necessary to the growth and the health of American business. However, unethical competitive practices in the advertising agency business lead to financial waste, dilution of service, diversion of manpower, loss of prestige, and tend to weaken public confidence both in advertisements and in the institution of advertising.

We hold that the advertising agency should compete on merit and not by attempts at discrediting or disparaging a competitor agency, or its work, directly or by inference, or by circulating harmful rumors about another agency, or by making unwarranted claims of particular skill in judging or prejudging advertising copy.

To these ends, the American Association of Advertising Agencies has adopted the following *Creative Code* as being in the best interests of the public, the advertisers, the media, and the agencies themselves. The AAAA believes the Code's provisions serve as a guide to the kind of agency conduct that experience has shown to be wise, foresighted, and constructive. In accepting membership, an agency agrees to follow it.

Creative Code

We, the members of the American Association of Advertising Agencies, in addition to supporting and obeying the laws and legal regulations pertaining to advertising, undertake to extend and broaden the application of high ethical standards. Specifically, we will not knowingly create advertising that contains:

- a. False or misleading statements or exaggerations, visual or verbal
- Testimonials that do not reflect the real opinion of the individual(s) involved
- c. Price claims that are misleading

- d. Claims insufficiently supported or that distort the true meaning or practicable application of statements made by professional or scientific authority
- e. Statements, suggestions, or pictures offensive to public decency or minority segments of the population.

We recognize that there are areas that are subject to honestly different interpretations and judgment. Nevertheless, we agree not to recommend to an advertiser, and to discourage the use of, advertising that is in poor or questionable taste or that is deliberately irritating through aural or visual content or presentation.

Comparative advertising shall be governed by the same standards of truthfulness, claim substantiation, tastefulness, etc., as apply to other types of advertising.

These Standards of Practice of the American Association of Advertising Agencies come from the belief that sound and ethical practice is good business. Confidence and respect are indispensable to success in a business embracing the many intangibles of agency service and involving relationships so dependent upon good faith.

Clear and willful violations of these Standards of Practice may be referred to the Board of Directors of the American Association of Advertising Agencies for appropriate action, including possible annulment of membership as provided by Article IV, Section 5, of the Constitution and By-Laws.

Copyright 1990

American Association of Advertising Agencies





AFFILIATION AGREEMENT FOR DTH SATELLITE EXHIBITION OF CABLE NETWORK PROGRAMMING

This Amendment to the Affiliation Agreement concerning carriage of the TV One network (this "Amendment") is made as of this REDACTED by and between DIRECTV, INC. ("Affiliate") and TV ONE, LLC ("Programmer").

- A. Affiliate and Programmer are parties to an Affiliation Agreement for carriage of the TV One Programmer dated as of REDACTED (the "Agreement").
- B. The parties to this Amendment desire to amend the Agreement effective as of REDACTED ("Effective Date") in the manner provided herein.

NOW, THEREFORE, the parties to this Amendment agree as follows:

1. Replacement of Section 1.1.1 of the Agreement. The text of Section 1.1.1 is deleted in its entirety and replaced with the following:

"Programmer hereby grants to Affiliate the non-exclusive right to distribute the Service in the Territory via the DTH Distribution System to DIRECTV Subscribers (as defined in Section 1.1.2 below) during the Term (as defined in Section 6.1 below) hereof.

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2. Amendment to the second sentence of Section 1.2.1 of the Agreement. The second sentence of Section 1.2.1 is amended as follows:

The sentence

REDACTED

is hereby deleted and replaced with:

REDACTED

3. <u>Amendment to Section 1.2.1 of the Agreement.</u> The following text shall be added as the last sentences of Section 1.2.1 is amended as follows: